

#5 page as I

# AMENDMENT TO TRANSFER AGREEMENT

June 1, 1976

Mercantile-Safe Deposit and  
Trust Company, as Agent  
Two Hopkins Plaza  
Baltimore, Maryland 21203

RECORDED NO. 8144-D  
JUN 23 1976 - II 10 AM  
INTERSTATE COMMERCE COMMISSION

Gentlemen:

We have entered into a Transfer Agreement dated November 1, 1975 (hereinafter called the Transfer Agreement) which was filed and recorded with the Interstate Commerce Commission on December 17, 1975, at 4:10 P.M., and assigned Recordation No. 8144-D. Attached thereto as Annex I was a description and road numbers of the equipment to be re-constructed. It is now desired to amend Annex I of the Transfer Agreement to release from the terms and provisions of the Transfer Agreement the following equipment:

<u>Quantity</u>	<u>Description</u>	<u>L&amp;N Road Numbers</u>
10	70-ton open top hoppers	73558, 151532, 151805, 152082, 152100, 152563, 152953, 153032, 153338, 154947

and to substitute therefor the following equipment:

<u>Quantity</u>	<u>Description</u>	<u>L&amp;N Road Numbers</u>
10	70-ton open top hoppers	73069, 151352, 151741, 152137, 152302, 152415, 152994, 153438, 153448, 154810

Except as amended hereby, the Transfer Agreement remains unaltered and in full force and effect.

This Amendment may be executed in any number of counter-parts, which together shall constitute but one instrument.

If the foregoing is in accordance with your understanding, please sign a copy of this letter in the space provided and return it to the undersigned, whereupon this letter shall become a valid and binding agreement between us as of the date hereof.

Very truly yours,

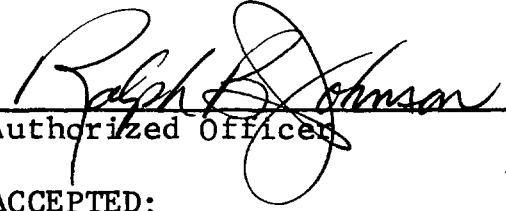
FIRST SECURITY BANK OF UTAH,  
NATIONAL ASSOCIATION, as Trustee

By

  
Authorized Officer

(Corporate Seal)

ATTEST:

  
Authorized Officer

ACCEPTED:

MERCANTILE-SAFE DEPOSIT AND  
Trust company, as Agent

By

  
Assistant Vice President

STATE OF UTAH                    )  
                                      ) SS:  
COUNTY OF SALT LAKE        )

On this 16<sup>th</sup> day of June, 1976, before me personally appeared Robert A. Clark, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Ronda J. Owen  
Notary Public

My Commission expires 11-18-79

(NOTARIAL SEAL)